

COMPLAN, INC.

2655 CAMPUS DRIVE, SUITE 200, SAN MATEO, CALIFORNIA 94403

EXECUTIVE OFFICES

AREA CODE 415
573-1200

6-2194016

#60.00

August 6, 1986

150214A
RECORDATION FILED 1425
AUG 7 1986 - 12 35 PM

INTERSTATE COMMERCE COMMISSION

Mr. James H. Bayne
Acting Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue
Washington D.C. 20423

Dear Mr. Bayne:

Please find enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the following documents:

- 1) One fully executed and acknowledged original copy and one certified copy of the Equipment Leasing Agreement, dated as of December 1, 1985, by and among ComPlan, Inc., Idaho Power Company and Sierra Pacific Power Company; and
- 2) Two certified copies of the Acceptance Certificate dated June 23, 1986 by and between ComPlan, Inc., Idaho Power Company and Sierra Pacific Power Company.

In connection with the recording of the above referenced documents, please note the following information:

1. Name and address of Lessor: ComPlan, Inc., 2655 Campus Drive, Suite 200, San Mateo, California 94403.
2. Name and address of Lessee: Southern Pacific Transportation Company, Southern Pacific Building, One Market Plaza, San Francisco, California 94105.
3. Nature of documents: The document listed above in paragraph 1 is a primary document and the document listed in paragraph 2 is a secondary document.
4. General description of equipment covered by Documents: Twenty-three Ortner RD II aluminum/steel rapid discharge cars bearing the following unit numbers:

VALX 86071 - 86093

5. Previous filings with the Interstate Commerce Commission covering the Equipment: None

Our representative will provide a check for \$60 payable to the Interstate Commerce Commission to cover the filing fees for these primary and secondary documents.

Counted Parts - 48

Mr. James H. Bayn
August 6, 1986
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When the recording of these documents have been completed, please endorse, with the relevant recording information, the original and certified copies which are provided to you by our representative and return the endorsed copies to her.

Very truly yours,

Curt A. Schultz
Curt A. Schultz
Attorney

CAS/lb

cc: William D. Sewall

ACCEPTANCE CERTIFICATE

EQUIPMENT LEASING AGREEMENT
DATED AS OF DECEMBER 1, 1985
BETWEEN COMPLAN, INC., AS LESSOR AND
IDAHO POWER COMPANY AND
SIERRA PACIFIC POWER COMPANY, AS LESSEE

RECORDATION 145021-B
AUG 7 1986 12 35 PM

INTERSTATE COMMERCE COMMISSION

Lessee, as lessee and as agent for Lessor under the Equipment Leasing Agreement, hereby acknowledges that as of the date specified below the Equipment listed in the Equipment Leasing Agreement has been delivered and has been inspected by Lessee, has been found in good order and conforms to the purchase order therefor, and Lessee hereby accepts the Units under lease on and as of the Acceptance Date;

Lessee hereby represents and warrants to Lessor and Lessor's assignee that on the Acceptance Date set forth below:

1. The representations and warranties of Lessee set forth in the Equipment Leasing Agreement are true and correct in all material respects as though made on and as of such Acceptance Date;
2. Lessee has satisfied or complied with all requirements set forth in the Equipment Leasing Agreement to be satisfied or complied with on or prior to such Acceptance Date;
3. No Default or Event of Default under the Equipment Leasing Agreement has occurred and is continuing on such Acceptance Date; and
4. Lessee has obtained, and there are in full force and effect, such insurance policies with respect to each Units accepted pursuant hereto as are required to be obtained under the Equipment Leasing Agreement.

Acceptance Date: June 23, 1986

ACCEPTED ON BEHALF OF LESSOR
ON THE ACCEPTANCE DATE

IDAHO POWER COMPANY,
Lessee

IDAHO POWER COMPANY
Authorized Agent

By C. E. Bisell
Title: Vice President-Power Plant
Construction and Operations
SIERRA PACIFIC POWER COMPANY
Lessee

By C. E. Bisell
Title: Vice President-Power
Plant Construction and Operations
SIERRA PACIFIC POWER COMPANY
Authorized Agent

By Larry M. Soule
Title: Senior Vice President -
Operations

By Larry M. Soule
Title: Senior Vice President -
Operations

SCHEDULE 1
To
ACCEPTANCE CERTIFICATE NO. 1

DESCRIPTION OF UNITS ACCEPTED:

<u>Description</u>	<u>Manufacturer</u>	<u>Identification or Serial Number</u>	<u>Location</u>	<u>Acquisition Cost</u>
23 Aluminum/ Steel Rapid Discharge II 5-pocket coal cars	Avondale Industries Ortner Freight Car Division	Car Numbers: VALX 86071 through VALX 86093	Rock Springs, Wyoming	\$1,092,781.52
TOTAL:				<u>\$1,092,781.52</u>

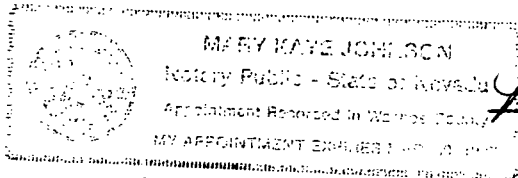
STATE OF IDAHO)
COUNTY OF Ada) ss.

On this 23rd day of June, 1986, personally appeared before me, a Notary Public in and for said County and State, EE Russell personally known to me to be the Vice President of IDAHO POWER COMPANY, who says that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing Instrument was the free act and deed of said corporation.

Julie A. Ryan
Notary Public

STATE OF NEVADA)
COUNTY OF WASHOE) ss.

On this 23rd day of June, 1986, personally appeared before me, a Notary Public in and for said County and State, GARY M. Soule personally known to me to be the Senior Vice President - Operations of SIERRA PACIFIC POWER COMPANY, who says that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing Instrument was the free act and deed of said corporation.



Mary Kaye Johnson
Notary Public

STATE OF IDAHO)
COUNTY OF Ada) ss.

On this 23rd day of June, 1986, personally appeared before me, a Notary Public in and for said County and State, EE Russell personally known to me to be the Vice President of IDAHO POWER COMPANY, who says that IDAHO POWER COMPANY, is the qualified agent for Lessor, COMPLAN,

INC., under the Equipment Leasing Agreement dated as of December 1, 1985, between Complam, Inc., as Lessor and Idaho Power Company and Sierra Pacific Power Company, as Lessee.

Julie A. Ryan
Notary Public

STATE OF NEVADA)
) ss.
COUNTY OF WASHOE)

On this 23rd day of June, 1986, personally appeared before me, a Notary Public in and for said County and State, GARY M. Soule personally known to me to be the Senior Vice President - Operations of SIERRA PACIFIC POWER COMPANY, who says that SIERRA PACIFIC POWER COMPANY is the qualified agent for Lessor, COMPLAM, INC., under the Equipment Leasing Agreement dated as of December 1, 1985, between Complam, Inc., as Lessor and Idaho Power Company and Sierra Pacific Power Company, as Lessee.

Mary Kaye Johnson
Notary Public



CERTIFICATE

RECORDATION T.O. 15021 Filed 1425
AUG 7 1986 12 35 PM

I hereby certify that the attached copies of the ~~INTERSTATE~~ ^{INTERSTATE COMMERCE COMMISSION} Acceptance Certificate, dated June 23, 1986, relating to the Equipment Leasing Agreement, dated as of December 1, 1985, by and among ComPlan, Inc., Idaho Power Company and Sierra Pacific Power Company are true and correct in all respects as the original.

Carl A. Schultz
Assistant Secretary

Subscribed and sworn to before me
this 6th day of August, 1986.

Laurene L. Fava
Notary Public



My commission expires:

June 2, 1989